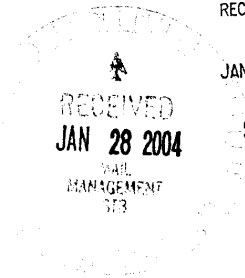


FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847 318-7575
Fax 847 318-7588



RECORDATION NO. 20965-B FILED

JAN 28 '04

3-07 PM

SURFACE TRANSPORTATION BOARD

VIA UPS 2nd DAY AIR

January 26, 2004

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated December 22, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 20965.

The names and addresses of the parties to the enclosed document are:

Lessor:	First Union Rail Corporation	Lessee:	Martin Marietta Aggregates
	One O'Hare Center		3019 Riverwatch Parkway
	6250 River Road, Suite 5000		Augusta, GA 30907
	Rosemont, IL 60018		

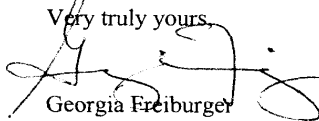
A description of the railroad equipment covered by the enclosed document is twenty (20) 2300 cu. ft. automatic discharge hopper cars with COOX, FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(MMA003)

ASSGN. NO.: MMA003

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 22nd day of December, 2003 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 17, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider Nos. 3 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of January 1, 2004, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K.A. Dambrowski
Title: DIRECTOR OF DOCUMENTATION
Executed on this 22nd day of December, 2003.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

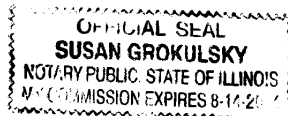
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 22nd day of December, 2003.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDATION NO. 20965-B FILED

JAN 28 '04

3-07 PM

SURFACE TRANSPORTATION BOARD

LESSEE:

MARTIN MARIETTA AGGREGATES
a division of Martin Marietta Materials, Inc.

ATTEST:

By: _____
Name: _____
Title: _____

By: Keith Hedrick
Name: Keith Hedrick
Title: Regional VP.

Executed on this 10 day of 12, 03.

[CORPORATE SEAL]

STATE OF Georgia
COUNTY OF Columbia

I, Dana Norman, a Notary Public of the County and State aforesaid,
certify that Keith Hedrick personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of December, 2003.

Dana J. Norman
Notary Public

My Commission Expires: September 18th, 2007

Dana J. Norman
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 2300 cu. ft. capacity automatic discharge hopper cars

CAR NUMBERS: See below

Initial	Number
COOX	1102
COOX	1116
COOX	1123
COOX	1126
COOX	2027
COOX	2033
COOX	2038
COOX	2040
COOX	2042
COOX	2044
COOX	2050
COOX	2056
FURX	911000
FURX	911001
FURX	911079
FURX	911081
FURX	911082
FURX	911092
FURX	911096
FURX	911102
Count:	20